

# ECKERT SEAMANS CHERIN & MELLOTT

ATTORNEYS AT LAW

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CLIFFORD A. PASTEL  
(412) 566-6181

RECORDATION NO. 13911-0

DEC 17 1987-2

December 16, 1987

INTERSTATE COMMERCE COMMISSION

7-351A070

No.

Date DEC 17 1987

Fee \$ 10.00

ICC Washington, D.C.

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Secretary:

I have enclosed one fully executed and acknowledged counterpart original and 4 copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is an Amendment and Partial Release, a secondary document dated December 10, 1987.

The primary document to which this is connected is recorded under Recordation No. 13911.

The names and addresses of the parties to the document are as follows:

Debtors: Atlantic & Western Railway Company  
P.O. Box 1208  
Sanford, NC 27330

Atlantic & Western Financial Corporation  
P.O. Box 1208  
Sanford, NC 27330

Secured Party: Evans Railcar Leasing Company  
450 East Devon, Suite 300  
Itasca, IL 60143

Descriptions of the equipment covered or released by the document follows:

CONTINUING TO BE COVERED:

AR 2000-2024, gondolas; ATW 15000-15001, 15003, 15008, 15009, 15011, 15012, 15016, 15018, 15021, 15022, 15027, 15029, 15032, 15033, 15034, 15040, 15049, 15050, 15051, 15052, 15053, 15055, 15056,

OFFICES IN

NORTH MARKET SQUARE BUILDING  
122 KING BOULEVARD  
HARRISBURG, PA 17101  
(717) 233-3266

1818 N STREET N. W.  
WASHINGTON, D. C. 20036  
(202) 452-1074

UNIVERSITY OF PITTSBURGH  
APPLIED RESEARCH CENTER  
140 WILLIAM PITT WAY  
PITTSBURGH, PA 15238  
(412) 826-5400

*Counterpart - Lisa M. Hughes*

15057, 15058, 15059, 15060-15074 XF Boxcars; AR 1000-1024, rebuilt XM Boxcars; ATW 61000-61099, XF Boxcars; ATW 63000-63099, Rebuilt XF Boxcars; ATW 4050-4149, XP Boxcars; ATW 4200-4299, XL Boxcars.

RELEASED:

ATW 15045 XF Boxcars; ATW 20000-20049, covered hoppers; ATW 10001-10050, rebuilt XF Boxcars; HN 6000-6149, XL Boxcars; ATW 64000-64099, XP Boxcars; ATW 3001-3021, XF Boxcars; ATW 5105, 5114-5116, 5124, 5132-5138, 5140, 5142-5144, 5148-5149, covered hoppers; IRRC 11100-11124, gondolas; IRRC 15002, 15004, 15006, 15007, 15010, 15013-15015, 15017, 15019, 15020, 15023-15026, 15028, 15030, 15031, 15035-15039, 15041-15044, 15046-15048, XM Boxcars; ATW 11050-11099, gondolas.

A fee of \$10.00 is enclosed. Please return 4 copies not needed by the Commission for recordation to Clifford A. Pastel, Esq., Eckert Seamans Cherin & Mellott, 600 Grant Street, 42nd Floor, Pittsburgh, PA 15219.

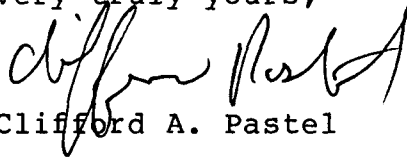
A short summary of the document to appear in the index follows:

Amendment and Partial Release dated December 10, 1987, to Security Agreement dated August 26, 1982, ICC Recordation No. 13911, as amended by Amendment dated May 12, 1983, ICC Recordation No. 13911-A, by Evans Railcar Leasing Company (Secured Party) of Atlantic & Western Railway Company and Atlantic & Western Financial Corporation (Debtors), continuing to cover AR 2000-2024, gondolas; ATW 15000-15001, 15003, 15008, 15009, 15011, 15012, 15016, 15018, 15021, 15022, 15027, 15029, 15032, 15033, 15034, 15040, 15049, 15050, 15051, 15052, 15053, 15055, 15056, 15057, 15058, 15059, 15060-15074 XF Boxcars; AR 1000-1024, rebuilt XM Boxcars; ATW 61000-61099, XF Boxcars; ATW 63000-63099, Rebuilt XF Boxcars; ATW 4050-4149, XP Boxcars; ATW 4200-4299, XL Boxcars; and releasing ATW 15045 XF

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December 16, 1987  
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Boxcars; ATW 20000-20049, covered  
hoppers; ATW 10001-10050, rebuilt XF  
Boxcars; HN 6000-6149, XL Boxcars; ATW  
64000-64099, XP Boxcars; ATW 3001-3021,  
XF Boxcars; ATW 5105, 5114-5116, 5124,  
5132-5138, 5140, 5142-5144, 5148-5149,  
covered hoppers; IRRC 11100-11124,  
gondolas; IRRC 15002, 15004, 15006,  
15007, 15010, 15013-15015, 15017, 15019,  
15020, 15023-15026, 15028, 15030, 15031,  
15035-15039, 15041-15044, 15046-15048,  
XM Boxcars; ATW 11050-11099, gondolas.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Clifford A. Pastel", written over the typed name.

Clifford A. Pastel

CAP:icw  
Enclosure

RECORDATION NO. 13911-B FILED 1425

AMENDMENT AND PARTIAL RELEASE **DEC 17 1987-2 25 AM**

**INTERSTATE COMMERCE COMMISSION**

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, Atlantic & Western Railway Company ("Railway") and Atlantic & Western Financial Corporation ("AWF") entered into a Security Agreement dated as of August 26, 1982 in favor of Evans Railcar Leasing Company ("Evans"); and

WHEREAS, the Security Agreement was recorded at the Interstate Commerce Commission on January 17, 1983 and has been assigned Recordation No. 13911; and

WHEREAS, Railway and AWF entered into an Amendment dated as of May 12, 1983 amending the Security Agreement; and

WHEREAS the Amendment was recorded at the Interstate Commerce Commission on May 27, 1983 and has been assigned Recordation No. 13911-A; and

WHEREAS, some of the obligations secured by the Security Agreement, as amended, have been satisfied and discharged and the parties desire to further amend the Security Agreement, as previously amended, as follows;

NOW, THEREFORE, for good and valuable consideration and intending to be legally bound, Exhibit "A" to the Security Agreement, as previously amended, is hereby deleted and Amended Exhibit "A" attached hereto is hereby substituted and attached to the Security Agreement and made a part thereof. Evans hereby terminates the security interest created by the Security Agreement and the prior Amendment in all collateral described therein with the exception of that part of the collateral which relates to the railcars described in Amended Exhibit "A".

IN WITNESS WHEREOF, Evans has duly executed this Amendment and Partial Release as of this 10<sup>th</sup> day of December, 1987.

ATTEST:

EVANS RAILCAR LEASING COMPANY

By: Edward J. Butcher

Title: Asst. Sec.

By: William M. Saylor

Title: V. Pres.

AMENDED EXHIBIT "A"

<u>Reporting Marks and Numbers</u>	<u>Description of Cars</u>	<u>Assignee or Lessee</u>
AR 2000-2024	Gondolas	Aberdeen & Rockfish RR
ATW 15000-15001, 15003, 15008, 15009, 15011, 15012, 15016, 15018, 15021, 15022, 15027, 15029, 15032-15034, 15040, 15049, 15050-15053, 15055-15059, 15060-15074	XF Boxcars	
AR 1000-1024	Rebuilt XM Boxcars	Aberdeen & Rockfish RR
ATW 61000-61099	XF Boxcars	
ATW 630000-63099	Rebuilt XF Boxcars	
ATW 4050-4149 (less five destroyed)	XP Boxcars	Scott Paper Co.
ATW 4200-4299 (less three destroyed)	XL Boxcars	Scott Paper Co.

STATE OF ILLINOIS )  
COUNTY OF DA PAGE ) SS:

On this 10<sup>TH</sup> day of DEC., 1987 before me personally appeared WILLIAM PEYTON, to me personally known, who being by me duly sworn, says that he is the V. PRES. of Evans Railcar Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Robert Sherman  
Notary Public

[SEAL]

OFFICIAL SEAL  
ROBERT SHERMAN  
NOTARY PUBLIC STATE OF ILLINOIS  
MY COMMISSION EXP. AUG. 2, 1991

My Commission expires:

STATE OF ILLINOIS )  
COUNTY OF DA PAGE ) SS:

On this 10<sup>TH</sup> day of DEC., 1987 before me personally appeared EDWARD BARTECKI, to me personally known, who being by me duly sworn, says that he is the ASST. SEC. of Evans Railcar Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Robert Sherman  
Notary Public

[SEAL]

OFFICIAL SEAL  
ROBERT SHERMAN  
NOTARY PUBLIC STATE OF ILLINOIS  
MY COMMISSION EXP. AUG. 2, 1991

My Commission expires: